

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO.

24957-K **FILED**

JUN 17 '05

11-51 AM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

June 14, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated April 25, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 24957.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Montreal, Maine & Atlantic Railway, Ltd.
15 Iron Road
Herman, ME 04401

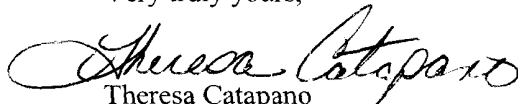
A description of the railroad equipment covered by the enclosed document is seventy-six (76) 70-ton, 5277 cu. ft. boxcars, marked NOKL (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375.
Thank you for your cooperation in this matter.

Very truly yours,


Theresa Catapano
Manager of Documentation

Enclosures

(MMAR011)

ASSGN. NO.: MMAR011

JUN 17 '05 11:51 AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25 day of APRIL, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Montreal, Maine & Atlantic Railway, Ltd., a Delaware corporation.

SURFACE TRANSPORTATION BOARD

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of April 1, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 10 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 1, 2004 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

By: Theresa Catapano
Name: THERESA CATAPANO
Title: MGR. OF DOCUMENTATION

Executed on this 25TH day of APRIL, 2005

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

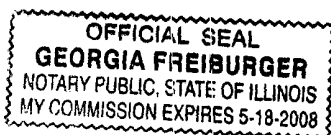
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25 day of April, 2005.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

MONTREAL, MAINE & ATLANTIC RAILWAY, LTD.

ATTEST:

By: Norma J. Griffiths
Name: Norma J. Griffiths
Title: Asst. Secretary

By: [Signature]
Name: R.C. Grandred
Title: PRESIDENT

Executed on this 25 day of APRIL, 2005.

[CORPORATE SEAL]

STATE OF Maine

COUNTY OF Penobscot

I, Norma J. Griffiths, a Notary Public of the County and State
aforesaid, certify that Robert C. Grandred personally appeared before
me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25th day of April, 2005.

[Signature]
Notary Public

My Commission Expires:

(Notary Public)

Norma J. Griffiths
Notary Public • Maine
My commission expires May 13, 2007

EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Seventy-six (76)
- II. DESCRIPTION OF CARS: Boxcars, 70-ton, cushioned, 50'6" with 9' sliding doors, 5277 cu. ft., Plate "C", loading to 220,000 lb. capacity (AAR car type A402)
- III. CAR NUMBERS:
- | | | |
|-------------|-------------|-------------|
| NOKL 525100 | NOKL 525135 | NOKL 525163 |
| NOKL 525103 | NOKL 525136 | NOKL 525164 |
| NOKL 525105 | NOKL 525137 | NOKL 525165 |
| NOKL 525106 | NOKL 525138 | NOKL 525166 |
| NOKL 525107 | NOKL 525139 | NOKL 525167 |
| NOKL 525108 | NOKL 525140 | NOKL 525168 |
| NOKL 525109 | NOKL 525141 | NOKL 525171 |
| NOKL 525111 | NOKL 525142 | NOKL 525174 |
| NOKL 525112 | NOKL 525143 | NOKL 525175 |
| NOKL 525116 | NOKL 525144 | NOKL 525178 |
| NOKL 525117 | NOKL 525145 | NOKL 525179 |
| NOKL 525118 | NOKL 525146 | NOKL 525181 |
| NOKL 525119 | NOKL 525148 | NOKL 525182 |
| NOKL 525122 | NOKL 525149 | NOKL 525183 |
| NOKL 525123 | NOKL 525150 | NOKL 525186 |
| NOKL 525124 | NOKL 525151 | NOKL 525188 |
| NOKL 525125 | NOKL 525152 | NOKL 525189 |
| NOKL 525127 | NOKL 525153 | NOKL 525190 |
| NOKL 525128 | NOKL 525154 | NOKL 525191 |
| NOKL 525129 | NOKL 525155 | NOKL 525192 |
| NOKL 525130 | NOKL 525156 | NOKL 525193 |
| NOKL 525131 | NOKL 525157 | NOKL 525194 |
| NOKL 525132 | NOKL 525160 | NOKL 525195 |
| NOKL 525133 | NOKL 525161 | NOKL 525196 |
| NOKL 525134 | NOKL 525162 | NOKL 525197 |
| | | NOKL 525198 |